



Public Schools of North Carolina

# Leading Mission-Based Purposeful Meetings

Planning Year Session

Raleigh, NC

January 29, 2020

# Agenda

- Goals and objectives
- Why do meetings matter?
- NC open meetings law
- What makes meetings successful?
- Planning for your next meeting



# Goals and Objectives

- Understand best practices for conducting meetings in accordance with NC open meeting laws
- Understand best practices to run successful and efficient board meetings



# Why Do Meetings Matter?

- The charter school board of directors has the public trust to govern and appropriately expend the public funds allotted to the school
- School business **must be discussed and decided in open board meetings**
- Properly conducted board meetings are fundamental to effective school governance
- Minutes of meetings become the legal documentation of the non-profit corporation's decisions



# How often should you meet?

- Board should meet every month, at least, during the start-up phase
  - Committees should meet additionally between meetings
- Boards should meet 10-12 times per year once school begins
- Boards must meet at least 8 times per year



# NC OPEN MEETINGS LAW



# NC Open Meetings Law (NCGS 143-318.10)

- All board meetings **and** committee meetings must be open to the public and provide appropriate notice in advance of the meeting date, time, and location:
  - Regular Meetings: **Seven (7) Days**
  - Special-Called Meetings: **Forty-eight 48 Hours**  
(Includes subcommittee meetings)
  - Emergency Meetings: **Immediately** after notice is given to all board members
- Be cautious of over-using emergency meetings



# NC Open Meetings Law (NCGS 143-318.10)

- All meetings must be properly noticed physically at the school and/or on the school's website
- Committee meetings are subject to Open Meetings Law
- Meeting minutes should be taken and approved at every meeting
- Meeting minutes should be kept in a location available to the public (website)



# NC Open Meetings Law – Closed Session

- Closed session procedures:
  1. State the **purpose** of going into closed session **verbally and in the meeting minutes**
  2. Closed session discussion must be kept **confidential**
  3. Maintain **closed session minutes**. Keep these notes separate from open meeting minutes.
  4. All voting must take place in **regular open session**



# NC Open Meetings Law – Closed Session

- There are nine (9) legal reasons in NC to go into closed session (pursuant to NCGS 143-318/11):
  - Privileged Information – General Statute 132 (Personnel, Student, Closed Session)
  - Discuss Award or Scholarship
  - Consult with attorney (not about general policy)
  - Expansion (Real estate/business negotiation)
  - Negotiations (terms of employment contracts)
  - Personnel matters
  - Investigate concerns of criminal matters
  - Form emergency plans for response to school violence
  - Briefings from law enforcement (public safety, terrorism, etc.)



# NC Open Meetings Law – Closed Session

- What do you do if you want to make a decision based on the closed session discussion?
  - Come out of closed session and vote
  - Make a motion that **makes clear to the public** what the vote is for.
    - Example: Voting ‘yes’ or ‘no’ on package A does not tell the public what package A is.
- Remember, you **must** come out of closed session to adjourn the meeting



# Can the board make decisions about the school through email?

- No
- Electronic “discussions” of school business involving several board members could be construed as a meeting and **are in violation of the open meetings law**
- You can communicate via email, just communicate individually and avoid a quorum of board members
- Do not “reply all” to an email from a board member that discusses school business



# WHAT MAKES MEETINGS SUCCESSFUL?



# What are the characteristics of a successful board meeting?

- Focusing, with intensity, on the mission of the school
  - Start each meeting by stating the mission
  - Routinely refer to the board's/school's strategic plan and goals
- Evaluate outcomes (student, staff, and board)
- Consistently high attendance of members



# What are the characteristics of a successful board meeting?

- Has a clearly outlined agenda
- Stays on schedule (starts and ends on time; allows ample time for presentations and discussion)
- Follows Roberts Rules of Order
- Detailed committee reports
- Robust and open discussion
- Students first mindset



# Sample Meeting Agenda

1. Call to order
2. Reading of the School's Mission and Conflict of Interest Policy
3. Approval of Minutes
4. Public Comment
5. Approval of Agenda
6. Officer Reports
7. Directors report
8. Special Committee Reports
9. New Business
10. Announcements
11. Adjournment



# Parliamentary Procedure

Present  
Motion

Second  
Motion

Debate  
and  
Discuss

Vote on  
Motion

Record  
Vote  
Results

- Remember...
  - The board chair must restate the motions so all members of the board and audience can hear the motion
  - All voting, according to open meeting laws, must be completed in open session
  - Voting cannot take place by secret ballot



# Committee Structure

- Boards should develop committees to dig deep into specific school issues:
  - Budget and Finance
  - Governance
  - Building/Facilities
  - Strategic Planning
  - Academics/Instruction
- Use your board's expertise
- Allow in-depth discussions that can then be summarized for the full board



# Meeting Materials and Timelines

- The following materials should be created and included in a board packet for a meeting:
  - Agenda
  - Director/Principal Report
  - Committee Reports
  - Policies, Bylaws, Amendments
  - Reviews/Summaries of Action Items
- Only include documents relevant to the meeting topics being discussed



# Meeting Materials and Timelines

- Materials should be prepared by the board chair, committee chairs, and directors
- Agendas should be finalized at least 2-3 weeks prior to the meeting and sent to members
- All committee reports or other materials should be sent to the board at least 1 week prior to the meeting and sent to members
- All reports and presentations should be reviewed by members prior to the meeting



# Warning Signs of Ineffective Meetings

- Lack of order during discussion
- Poor time management
- Committee reports or other materials do not relate to the school mission and goals
- Few people do the majority of talking
- Focusing on the wrong things
- Not following parliamentary procedure



# Planning for your Next Meeting

- Look at the agenda you have prepared for your next meeting (or start preparing one)
- Ask yourselves the following questions:
  - Does the agenda follow a clear, outlined structure?
  - Is there ample time for discussion?
  - Will you have time to review committee reports and materials prior?
  - Is every item mission-based?



# QUESTIONS?





# **Board of Directors Governance Training Scenarios**

The Office of Charter Schools, NC DPI  
2020



## Conflict of Interest?

- ▶ **May Charter School X get a loan from Bank Y, even if a Board of Directors member is an Officer at Bank Y?**
- ▶ Is it a good deal for the Charter School X?
- ▶ Was full disclosure made?
- ▶ What are Charter School X's alternative/options?
- ▶ Part of the value of a BOD member is that her knowledge skills and connections may inure to the benefit of the school
- ▶ Did the involved BOD member recuse herself? Was there any self-dealing? i.e. was a commission refused?



# The Ricardo Show

- ▶ Lucy & Ricky are a husband and wife founding team of Babaloo Charter School in NC. Lucy is the Executive Director and Ricky is a BOD member. It is time to discuss the evaluation of Lucy and the renewal of her employment contract. Ricky thinks she has been doing a *marvelous* job and deserves a raise.
- ▶ What should Ricky do?
- ▶ If Ricky recuses himself, can he discuss his wife's raise with another BOD member?
- ▶ What other considerations does Ricky need to take into account (Charter Agreement, NC Charter Law, SBE policies)?



# Fred & Ethel Charter School & the Software Scenario

- Fred is a BOD member of Ethel Charter School and the owner of a well known educational software company. Ethel Charter School wishes to upgrade its software programs, estimated to cost several thousand dollars, and such a purchase requires BOD approval.
- Can Ethel Charter purchase Fred's education software programs?
- Must multiple bids be solicited?
- Can Fred be involved in any way in the voting on this contract?
- What will your BOD need to consider?



# Lucy & the Chocolate Factory

- ▶ Babaloo Charter School is where Lucy is the Executive Director. Lucy has inherited her mother's shuttered chocolate factory, which had been remodeled to accommodate commercial offices. Babaloo is a popular NC charter and its enrollment is growing quickly, necessitating a new facility. It just so happens that the chocolate factory is **within five miles** of the current location, in the same LEA, and is large enough to accommodate the school. Lucy believes that the chocolate factory would be a great permanent location for the school to purchase or long-term lease with only minor upfit needed.
- ▶ Can Lucy recommend to her BOD that Babaloo Charter consider locating at the chocolate factory?
- ▶ Can Ricky, a BOD member, and her husband, vote on the purchase or lease?



# Babaloo Charter and the for-profit EMO

- ▶ A member of the BOD of Babaloo Charter School also works for the for-profit EMO National Babaloo Schools. Is this an inherent conflict of interest?
- ▶ Can the BOD member steer a contract for management towards the for-profit EMO National Babaloo Schools?
- ▶ Can another member of the BOD of Babaloo Charter School direct the business to the EMO National Babaloo Schools?
- ▶ Discuss any potential breach of loyalty or self-dealing? What/how could Babaloo Charter School do in advance to 'sanitize' this transaction in advance?
- ▶ The contract with National Babaloo Schools has a provision that termination of the management agreement would result in National Babaloo Schools retaining all school-related property



# Little Ricky

- ▶ Little Ricky, Lucy & Ricky's son, attends Babaloo Charter and excels in his classes. Teachers believe he is eligible for Babaloo's AIG Program. Lucy typically interviews students who have been recommended for the AIG program and makes the final decision on this.
- ▶ Can Lucy or Ricky participate in Little Ricky's testing or admission into Babaloo's AIG Program?



# Babaloo Admissions

- ▶ Lucy & Ricky are thrilled that Babaloo, in its third year of operation, is at capacity. All students from the last academic year have submitted intent to return forms. They know that applications will exceed seats available and that a lottery will be required. They plan to advertise their open admission period for a period of two calendar weeks; after all, they won't have any trouble filling seats.
- ▶ Should the BOD support this decision? Why or why not?



# Babaloo & State Testing

- ▀ Babaloo has been a “B” school and its students have met growth each year.
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